

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

IRONNET, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-11710 (BLS)
)
) (Jointly Administered)
)

**CERTIFICATION OF ADAM J. FIALKOWSKI OF STRETTO REGARDING VOTING
AND TABULATION OF BALLOTS CAST ON THE DEBTOR'S AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION OF IRONNET, INC. AND ITS DEBTOR
AFFILIATES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Adam J. Fialkowski, declare, under penalty of perjury:

1. I am a Director at Stretto, Inc. (“**Stretto**”), which has offices located at 410 Exchange, Suite 100, Irvine, CA 92602. I am over the age of eighteen years and neither Stretto nor I is a party to these proceedings. I am duly authorized to submit this certification on behalf of Stretto (this “**Certification**”). Except as otherwise indicated, all matters set forth herein are based upon my personal knowledge, and, if called as a witness, I could and would testify competently thereto.

2. I submit this Certification in connection with the tabulation of votes cast on the *Amended Chapter 11 Plan of Reorganization of IronNet, Inc. and Its Debtor Affiliates under Chapter 11 of the Bankruptcy Code* filed in the above-captioned cases [Docket No. 231] (the “**Plan**”).

3. In accordance with (a) the *Order Authorizing Retention and Appointment of Stretto, Inc. as Administrative Advisor, Effective as of the Petition Date*, dated November 9, 2023

¹ The Debtors in the above captioned chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: IronNet, Inc. (9446), IronNet Cybersecurity, Inc. (2655), IronNet International, LLC (7621), IronCAD LLC (1162), and HighDegree, LLC (8474). The Debtors’ mailing address is: IronNet Cybersecurity, Inc., P.O. Box 7395, Halethorpe, Maryland 21227.

[Docket No. 107] and (b) the *Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballot and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Combined Hearing and the Deadline for Filing Objections Thereto; and (VI) Granting Related Relief*, dated December 11, 2023 [Docket No. 228] (the “**Solicitation Procedures Order**”), Stretto was appointed and authorized to assist the Debtors with, *inter alia*, soliciting, receiving, reviewing, determining the validity of, and tabulating Ballots cast on the Plan by holders of Claims in the Voting Classes (as defined below).

4. The Solicitation Procedures Order established December 4, 2023 as the record date for determining the Holders of Claims in the Voting Classes who would be entitled to vote on the Plan (the “**Voting Record Date**”).

5. Pursuant to the Plan and Solicitation Procedures Order, only Holders of Claims in the following classes as of the Voting Record Date were entitled to vote to accept or reject the Plan (the “**Voting Classes**”):

Classes	Class Description
Class 3	IronNet Secured Note Claims
Class 4	IronNet Unsecured Note Claims
Class 6	OpCo Secured Note Claims
Class 7	OpCo Unsecured Trade Claims ²
Class 8	OpCo Unsecured Non-Trade Claims

² The Holders of OpCo Unsecured Trade Claims were only entitled to vote for purposes of a Sale Transaction under the Plan. The Debtors ultimately determined to proceed with the Restructuring under the Plan, and not the Sale Transaction. Pursuant to the Restructuring, Holders of OpCo Unsecured Trade Claims are Unimpaired and are not entitled to vote on the Plan.

No other classes under the Plan were entitled to vote on the Plan.

6. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the Solicitation Procedures Order. In accordance with the Solicitation Procedures Order, Stretto worked closely with the Debtors' professionals to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. Stretto was instructed by the Debtors to solicit, review, determine the validity of, and tabulate Ballots submitted to vote to accept or reject the Plan by the Holders of Claims in the Voting Classes.

7. On or before December 14, 2023, pursuant to and in accordance with the Solicitation Procedures Order, Stretto caused the Solicitation Packages (including the ballots where applicable) to be served on the Holders of Claims in the Voting Classes as of the Voting Record Date. Detailed descriptions of Stretto's distribution of solicitation materials are set forth in Stretto's *Certificate(s) of Service* filed with the Court on December 29, 2023 and January 9, 2024. [Docket Nos. 275 and 292]

8. Subsequent Solicitation Packages were periodically served on Holders of Claims entitled to vote on the Plan. Additional certificates evidencing Stretto's supplemental services in accordance with the Solicitation Procedures Order were filed with the Court [Docket Nos. 276 and 277].

9. On January 4, 2024, the Debtors filed the *Notice of Filing of Plan Supplement for the Amended Joint Chapter 11 Plan of Reorganization of IronNet, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* (the "**Initial Plan Supplement**") [Docket No. 279]. On January 4, 2024, Stretto caused the Initial Plan Supplement to be distributed

in accordance with the procedures outlined in the Solicitation Procedures Order. Stretto filed a Certificate of Service with respect to such service on January 8, 2024 [Docket No. 290].

10. On January 10, 2024, the Debtors filed the *Notice of Filing of Amendment to Plan Supplement* [Docket No. 300]. On January 10, 2024, Stretto caused the *Notice of Filing of Amendment to Plan Supplement* to be distributed in accordance with the procedures outlined in the Solicitation Procedures Order. Stretto filed a Certificate of Service with respect to such service on January 12, 2024 [Docket No. 309].

11. Stretto promptly complied with all requests for additional or replacement solicitation materials and/or (in the case of parties entitled to vote) Ballots.

12. Copies of the Plan, the Disclosure Statement, and all exhibits were made available (free of charge) at <https://cases.stretto.com/ironnet/> on December 12, 2023.

13. Ballots returned by online submission, mail, hand delivery, or overnight courier were received by personnel of Stretto at the offices of Stretto in Irvine, California. All Ballots received by Stretto were date-stamped upon receipt. Each Ballot was then scanned into Stretto's system and sequentially numbered (the "**Ballot Number**"). Stretto then entered into a computer database all pertinent information from each of the Ballots, including among other things, the date and time the Ballot was received, the Ballot Number, the voting dollar amount, and whether the creditor submitting the Ballot accepted or rejected the Plan.

14. For a Ballot to be counted as valid, the Ballot must have been properly completed in accordance with the procedures set forth in the Solicitation Procedures Order and executed by the relevant Holder, or such Holder's authorized representative, and must have been

received by Stretto by no later than 5:00 p.m. (Eastern Time) on January 11, 2024 (as may have been extended by the Debtors for any party, the “**Voting Deadline**”).³

15. Stretto is in possession of the Ballots received by it, and copies of the same are available for review during Stretto’s normal business hours.

16. The results of the aforesaid tabulation of properly executed Ballots received by Stretto on or before the Voting Deadline are set forth below and in the report annexed hereto as **Exhibit A** (the “**Final Tabulation Results**”).

17. I certify that attached hereto as **Exhibit B** is a detailed voting report of all tabulated Ballots submitted to Stretto as of the filing of this certification.

18. I certify that attached hereto as **Exhibit C** is a detailed report of all Ballots not included in the Final Tabulation Results and the reasons for exclusion of such Ballots.

19. I certify that attached hereto as **Exhibit D** is a detailed report of all parties who have opted-out of the Releases.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: January 16, 2024

/s/ Adam J. Fialkowski
Adam J. Fialkowski
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Stretto
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³ The Debtors extended the Voting Deadline for certain voting parties. The latest such extension was to January 16, 2024 at 12:00 p.m. (Eastern Time).